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Organto Completes Fee Payment to Jaluca Limited

Vancouver, BC, Canada and Breda, the Netherlands, July 17, 2025—Organto Foods Inc. (TSX-V: OGO, OTC: OGOFF) ("Organto" or the "Company") announces that it has completed the issuance of a total of 4,380,000 common shares (the "**Shares**") to Jaluca Limited ("**Jaluca**") at a deemed issue price of $0.10 per share following receipt of disinterested shareholder approval and TSX Venture Exchange ("**TSX-V**") approval.

As disclosed in the Company's March 20, 2025 and June 20, 2025 news releases, the Company retained Jaluca pursuant to a corporate finance advisory agreement to provide guidance and assistance in the negotiation and implementation of the overall restructuring of the Company, including the reduction of the Company's substantial debts and refinancing (see news release dated March 20, 2025) and the restructuring and settlement of its convertible debentures (see news release dated June 20, 2025). As compensation, the Company had agreed to pay to Jaluca a fee equal to 6% of the total value of settled convertible debentures at an issue price of $0.10 per share, excluding those held by Jaluca (the "**Fee**"), subject to disinterested shareholder approval in accordance with the policies of the TSX-V and the approval of the TSX-V, which approvals have since been obtained.

Disinterested shareholders holding an aggregate of 112,752,806 common shares representing approximately 71.29% of the Company's currently issued and outstanding common shares provided written consent to the Fee.

The Company has accordingly issued 4,380,000 Shares to Jaluca at a deemed issue price of $0.10 per Share in full satisfaction of the Fee. All of the Shares are subject to a hold period and may not be traded until November 17, 2025 except as permitted by appliable securities legislation.

2024 Bonus Program

The Company uses the bonus programs under its compensation agreements with management and staff as an element of variable compensation for officers, senior management and key employees of the Company. These bonuses are normally based on achieving certain milestones that are considered important for the development of the Company's business, and if utilized, are normally based on pre-determined key performance indicators ("KPI") and are paid upon achievement of the particular pre-determined KPI metrics.

Bonuses were granted to officers in 2024 in lieu of deferred or reduced compensation, with total deferred or reduced compensation discounted as deemed appropriate by the board of directors, to be paid via a combination of shares (70%) and cash (30%), subject to certain KPIs being met in 2025.

The full amount of these bonuses of $822,000 was fully accrued and disclosed in the financial statements of the Company for the year ended December 31, 2024, and the compensation disclosed in the compensation table included in the Company's Information Circular for its Annual General Meting held on June 25, 2025. The bonus is to be paid 70% in equity ($575,400) and 30% in cash (246,600).

To date in 2025, the 70% equity component of the bonus has been achieved, although none of the bonuses have yet been paid.

As a result, the Company intends to submit for TSXV acceptance the issuance of common shares to officers and key operating personnel based on the achievement of the 70% equity component of the bonus plan. The shares to be granted are proposed to be issued at the Discounted Market Price, as that term is defined in the TSX Listing Policy.

ON BEHALF OF THE BOARD

Steve Bromley
Chair and CEO

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ABOUT ORGANTO

Organto is a leading provider of branded, private label, and distributed organic and non-GMO fruit and vegetable products using a strategic asset-lighter business model to serve a growing socially responsible and health-conscious consumers. Organto's business model is rooted in its commitment to sustainable business practices focused on environmental responsibility and a commitment to the communities where it operates, its people, and its shareholders.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release.